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Facsimile: (212) 504-6666

Proposed Attorneys for Lyondell Chemical Company, et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
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LYONDELL CHEMICAL COMPANY,	:	Chapter 11
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Debtor.	:	Case No. 09-[_____]
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In re:	:	
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BASELL FINANCE USA INC.,	:	Chapter 11
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Debtor.	:	Case No. 09-[_____]
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In re:	:	
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BASELL GERMANY HOLDINGS GmbH,	:	Chapter 11
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Debtor.	:	Case No. 09-[_____]
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In re:

BASELL NORTH AMERICA INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

BASELL USA INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

CIRCLE STEEL CORPORATION,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

DUKE CITY LUMBER COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

EQUISTAR CHEMICALS, LP,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**EQUISTAR TRANSPORTATION
COMPANY, LLC,**
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

GLIDCO LEASING, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**GLIDDEN LATIN AMERICA HOLDINGS
INC.,**
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

HOISU LTD.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

HOUSTON REFINING LP,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

HPT 28 INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

HPT 29 INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

H.W. LOUD CO.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

IMWA EQUITIES II, CO., L.P.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

ISB LIQUIDATING COMPANY,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LBI ACQUISITION LLC,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LBIH LLC,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LEMEAN PROPERTY HOLDINGS
CORPORATION,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL ASIA PACIFIC, LTD.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LYONDELL (PELICAN) PETROCHEMICAL :
L.P. 1, INC.,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL DELAWARE	:
COMPANY,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL ESPANA CO.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL EUROPE, INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL INTERNATIONAL	:
CO.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL NEDERLAND, LTD.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL PRODUCTS EUROPE, LLC,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL PROPERTIES, L.P.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL TECHNOLOGY MANAGEMENT, INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:

**LYONDELL CHEMICAL TECHNOLOGY 1
INC.,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LYONDELL CHEMICAL TECHNOLOGY,
L.P.,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL CHIMIE FRANCE LLC,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LYONDELL-EQUISTAR HOLDINGS
PARTNERS,**

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LYONDELL EUROPE HOLDINGS INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL GREATER CHINA, LTD.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL HOUSTON REFINERY INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL LP3 GP, LLC,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LYONDELL LP3 PARTNERS, LP,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL LP4 INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL PETROCHEMICAL L.P. INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL REFINING COMPANY LLC,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LYONDELL REFINING I LLC,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LYONDELLBASELL ADVANCED
POLYOLEFINS USA INC.,**
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELLBASELL FINANCE COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MHC INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

MILLENNIUM AMERICA HOLDINGS INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM AMERICA INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM CHEMICALS INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM HOLDINGS, LLC,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

**MILLENNIUM PETROCHEMICALS GP
LLC,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM PETROCHEMICALS INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**MILLENNIUM PETROCHEMICALS LP
LLC,**

Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

**MILLENNIUM PETROCHEMICALS
PARTNERS, LP,**

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

MILLENNIUM REALTY INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM SPECIALTY CHEMICALS
INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM US OP CO LLC,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

MILLENNIUM WORLDWIDE HOLDINGS I
INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

**MWH SOUTH AMERICA LLC,
Debtor.**

Chapter 11

Case No. 09-[_____]

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In re:

**NATIONAL DISTILLERS & CHEMICAL
CORPORATION,
Debtor.**

Chapter 11

Case No. 09-[_____]

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In re:

**NDCC INTERNATIONAL II INC.,
Debtor.**

Chapter 11

Case No. 09-[_____]

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In re:

**NELL ACQUISITION (US) LLC,
Debtor.**

Chapter 11

Case No. 09-[_____]
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In re:

PENN EXPORT COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

PENN NAVIGATION COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

PENN SHIPPING COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

PENNTRANS COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

PH BURBANK HOLDINGS, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

POWER LIQUIDATING COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**QUANTUM ACCEPTANCE
CORPORATION,**
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

SCM PLANTS, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

SUBURBAN PROPANE GP, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

TIONA, LTD.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

UAR LIQUIDATING INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

USI CHEMICALS INTERNATIONAL, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

USI CREDIT CORP.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

USI PUERTO RICO PROPERTIES, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

WALTER KIDDE & COMPANY, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

WYATT INDUSTRIES, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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MOTION FOR AN ORDER AUTHORIZING JOINT ADMINISTRATION

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the “Debtors” and each, a “Debtor”), hereby move for an order, pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the joint administration of their chapter 11 estates and, in support thereof, respectfully represent as follows:

Background

1. On the date hereof, each of the Debtors filed with the Court a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No creditors’ committee, trustee or examiner has been appointed in these cases.

2. The Debtors are among the world’s largest refiners of heavy high-sulfur crude oil and producers of petrochemicals and plastics. In the past few months, these enterprises have found themselves seriously challenged by changing consumer demand for oil products and plastics, volatile commodity markets and prices, the deterioration of the credit markets, and the substantial retrenchment of some of their largest direct and indirect customers, including customers in the automotive industry. The Debtors have sought protection under chapter 11 to provide them with the opportunity and the tools to restructure both their operations and their balance sheets and emerge from chapter 11 better equipped to survive in this changed and changing economic environment.

3. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to these chapter 11 cases is contained in the Affidavit of

Alan S. Bigman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York, sworn to on January 6, 2009.

Jurisdiction and Venue

4. This Court has jurisdiction to consider this motion (the “Motion”) pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. By this Motion, the Debtors request that the Court enter an order pursuant to Bankruptcy Rule 1015(b), authorizing the joint administration of the Debtors’ estates for procedural purposes only.

Basis for Relief Requested

6. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. 11 U.S.C. § 101(2). Accordingly, the Court is authorized to grant the requested relief.

7. More importantly, the Court should grant this relief in these cases. Courts have approved the joint administration of affiliated-debtor cases when doing so: (i) will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders in multiple cases, thereby saving the Debtors’ estates considerable expense and resources, relieving the Court of the burden of entering duplicative orders and maintaining duplicative files and dockets, and simplifying supervision of the administrative aspects of these chapter 11 cases by the United States Trustee for the Southern District of New York (the “U.S. Trustee”); and (ii) will not adversely affect creditors’ rights. These factors are present here. In

the absence of joint administration, many duplicative efforts will have to be undertaken in these cases, at great expense to these estates and their creditors without any concomitant benefit for those creditors. Moreover, because this Motion requests that the Debtors' estates only be jointly administered and not substantively consolidated, there will be no adverse effect on any creditor. Indeed, each creditor may still file its claim against a particular estate.

8. Once the cases are jointly administered, there should be a single simplified caption for these cases. Accordingly, the Debtors request that the caption of their chapter 11 cases be modified to reflect the joint administration of these cases, as follows:

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In re:	:
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LYONDELL CHEMICAL COMPANY, <u>et al.</u> ,	:
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Debtors.	:
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Chapter 11

Case No. 09-[_____]

Jointly Administered

9. To facilitate the joint administration of these cases, the Debtors also request that a docket entry be made in each of the Debtors' cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Lyondell Chemical Company; Basell Finance USA Inc.; Basell Germany Holdings GmbH; Basell North America Inc.; Basell USA Inc.; Circle Steel Corporation; Duke City Lumber Company, Inc.; Equistar Chemicals, LP; Equistar Transportation Company, LLC; Glidco Leasing, Inc.; Glidden Latin America Holdings Inc.; HOISU Ltd.; Houston Refining LP; HPT 28 Inc.; HPT 29 Inc.; H.W. Loud Co.; IMWA Equities II, Co., L.P.; ISB Liquidating Company; LBI Acquisition LLC; LBIH LLC; LeMean Property Holdings Corporation; Lyondell (Pelican) Petrochemical L.P. 1, Inc.; Lyondell Asia Pacific, Ltd.; Lyondell Chemical Delaware Company; Lyondell Chemical Espana Co.; Lyondell Chemical

Europe, Inc.; Lyondell Chemical International Co.; Lyondell Chemical Nederland, Ltd.; Lyondell Chemical Products Europe, LLC; Lyondell Chemical Properties, L.P.; Lyondell Chemical Technology Management, Inc.; Lyondell Chemical Technology 1 Inc.; Lyondell Chemical Technology, L.P.; Lyondell Chimie France LLC; Lyondell-Equistar Holdings Partners; Lyondell Europe Holdings Inc.; Lyondell Greater China, Ltd.; Lyondell Houston Refinery Inc.; Lyondell LP3 GP, LLC; Lyondell LP3 Partners, LP; Lyondell LP4 Inc.; Lyondell Petrochemical L.P. Inc.; Lyondell Refining Company LLC; Lyondell Refining I LLC; LyondellBasell Advanced Polyolefins USA Inc.; LyondellBasell Finance Company; MHC Inc.; Millennium America Holdings Inc.; Millennium America Inc.; Millennium Chemicals Inc.; Millennium Holdings, LLC; Millennium Petrochemicals GP LLC; Millennium Petrochemicals Inc.; Millennium Petrochemicals LP LLC; Millennium Petrochemicals Partners, LP; Millennium Realty Inc.; Millennium Specialty Chemicals Inc.; Millennium US Op Co LLC; Millennium Worldwide Holdings I Inc.; MWH South America LLC; National Distillers & Chemical Corporation; NDCC International II Inc.; Nell Acquisition (US) LLC; Penn Export Company, Inc.; Penn Navigation Company; Penn Shipping Company Inc.; Penntrans Company; PH Burbank Holdings, Inc.; Power Liquidating Company, Inc.; Quantum Acceptance Corporation; SCM Plants, Inc.; Suburban Propane GP, Inc.; Tiona, Ltd.; UAR Liquidating Inc.; USI Chemicals International, Inc.; USI Credit Corp.; USI Puerto Rico Properties, Inc.; Walter Kidde & Company, Inc.; and Wyatt Industries, Inc., and that all further pleadings and other papers are filed in, and all further docket entries are made in Case No. 09-___ (___).

10. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis. Consolidated monthly operating reports will further the efficient administration of these cases by avoiding unnecessary cost, without prejudice to any party in interest.

Notice

11. No trustee, examiner or creditors' committee has been appointed in these cases. Notice of this Motion has been given to: (i) the Debtors' fifty (50) largest unsecured creditors; (ii) the administrative agent or indenture trustee for each of the Debtors' funded debt

facilities, or its counsel, if known; (iii) counsel to the Debtors' proposed postpetition lenders; (iv) the U.S. Trustee; (v) the Internal Revenue Service; and (vi) the Securities and Exchange Commission. In light of the relief requested, the Debtors submit that no other or further notice need be provided.

No Prior Application

12. No previous request for the relief sought herein has been made to this or to any other court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form annexed hereto as Exhibit A, (i) authorizing joint administration of these cases and (ii) granting the Debtors such other relief as is just and proper.

Dated: New York, New York
January 6, 2009

CADWALADER, WICKERSHAM & TAFT LLP

/s/ Deryck A. Palmer

Deryck A. Palmer, Esq.

John J. Rapisardi, Esq.

George A. Davis, Esq.

Andrew M. Troop, Esq.

One World Financial Center

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john.rapisardi@cwt.com

george.davis@cwt.com

andrew.troop@cwt.com

Proposed Attorneys for Lyondell Chemical
Company, et al.

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

LYONDELL CHEMICAL COMPANY,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

BASELL FINANCE USA INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

BASELL GERMANY HOLDINGS GmbH,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

BASELL NORTH AMERICA INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

BASELL USA INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

CIRCLE STEEL CORPORATION,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

DUKE CITY LUMBER COMPANY, INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

EQUISTAR CHEMICALS, LP,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:	:
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EQUISTAR TRANSPORTATION	:
COMPANY, LLC,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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GLIDCO LEASING, INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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GLIDDEN LATIN AMERICA HOLDINGS	:
INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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HOISU LTD.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:

HOUSTON REFINING LP,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

HPT 28 INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

HPT 29 INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

H.W. LOUD CO.,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

IMWA EQUITIES II, CO., L.P.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

ISB LIQUIDATING COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LBI ACQUISITION LLC,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LBIH LLC,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:	:
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LEMEAN PROPERTY HOLDINGS CORPORATION,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL ASIA PACIFIC, LTD.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL (PELICAN) PETROCHEMICAL L.P. 1, INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL DELAWARE COMPANY,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:

LYONDELL CHEMICAL ESPANA CO.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL CHEMICAL EUROPE, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL CHEMICAL INTERNATIONAL
CO.,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL CHEMICAL NEDERLAND,
LTD.,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:	:
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LYONDELL CHEMICAL PRODUCTS	:
EUROPE, LLC,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL PROPERTIES,	:
L.P.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:	:
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LYONDELL CHEMICAL TECHNOLOGY	:
MANAGEMENT, INC.,	:
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Debtor.	:
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Chapter 11
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In re:	:
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LYONDELL CHEMICAL TECHNOLOGY 1	:
INC.,	:
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Debtor.	:
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Chapter 11
Case No. 09-[_____]

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In re:

**LYONDELL CHEMICAL TECHNOLOGY,
L.P.,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL CHIMIE FRANCE LLC,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

**LYONDELL-EQUISTAR HOLDINGS
PARTNERS,**

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL EUROPE HOLDINGS INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LYONDELL GREATER CHINA, LTD.,
Debtor.

Chapter 11

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In re:

LYONDELL HOUSTON REFINERY INC.,
Debtor.

Chapter 11

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In re:

LYONDELL LP3 GP, LLC,
Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL LP3 PARTNERS, LP,
Debtor.

Chapter 11

Case No. 09-[_____]
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In re:

LYONDELL LP4 INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL PETROCHEMICAL L.P. INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

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In re:

LYONDELL REFINING COMPANY LLC,

Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

LYONDELL REFINING I LLC,

Debtor.

Chapter 11

Case No. 09-[_____]
-----X

-----X
In re:

**LYONDELLBASELL ADVANCED
POLYOLEFINS USA INC.,**

Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

LYONDELLBASELL FINANCE COMPANY,

Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

MHC INC.,

Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

MILLENNIUM AMERICA HOLDINGS INC.,

Debtor.

Chapter 11

Case No. 09-[_____]
-----X

-----X
In re:

MILLENNIUM AMERICA INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

MILLENNIUM CHEMICALS INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

MILLENNIUM HOLDINGS, LLC,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

MILLENNIUM PETROCHEMICALS GP
LLC,
Debtor.

Chapter 11

Case No. 09-[_____]
-----X

-----X
In re:

**MILLENNIUM PETROCHEMICALS INC.,
Debtor.**

Chapter 11

Case No. 09-[_____]

-----X
In re:

**MILLENNIUM PETROCHEMICALS LP
LLC,
Debtor.**

Chapter 11

Case No. 09-[_____]

-----X
In re:

**MILLENNIUM PETROCHEMICALS
PARTNERS, LP,
Debtor.**

Chapter 11

Case No. 09-[_____]

-----X
In re:

**MILLENNIUM REALTY INC.,
Debtor.**

Chapter 11

Case No. 09-[_____]
-----X

-----X	
In re:	:
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	:
MILLENNIUM SPECIALTY CHEMICALS	:
INC.,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
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	:
MILLENNIUM US OP CO LLC,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
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	:
MILLENNIUM WORLDWIDE HOLDINGS I	:
INC.,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
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	:
MWH SOUTH AMERICA LLC,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X

-----X	
In re:	:
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	:
NATIONAL DISTILLERS & CHEMICAL CORPORATION,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
	:
	:
NDCC INTERNATIONAL II INC.,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
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	:
NELL ACQUISITION (US) LLC,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X	
In re:	:
	:
	:
PENN EXPORT COMPANY, INC.,	:
	:
Debtor.	:
	:
	:

Chapter 11
Case No. 09-[_____]

-----X

-----X
In re:

PENN NAVIGATION COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

PENN SHIPPING COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

PENNTRANS COMPANY,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

PH BURBANK HOLDINGS, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
-----X

-----X
In re:

POWER LIQUIDATING COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

**QUANTUM ACCEPTANCE
CORPORATION,**
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

SCM PLANTS, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

SUBURBAN PROPANE GP, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
-----X

<p>-----X</p> <p>In re:</p> <p>TIONA, LTD.,</p> <p>Debtor.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 09-[_____]</p>
<p>-----X</p> <p>In re:</p> <p>UAR LIQUIDATING INC.,</p> <p>Debtor.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 09-[_____]</p>
<p>-----X</p> <p>In re:</p> <p>USI CHEMICALS INTERNATIONAL, INC.,</p> <p>Debtor.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 09-[_____]</p>
<p>-----X</p> <p>In re:</p> <p>USI CREDIT CORP.,</p> <p>Debtor.</p> <p>-----X</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 09-[_____]</p>

-----X
In re:

USI PUERTO RICO PROPERTIES, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

WALTER KIDDE & COMPANY, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]

-----X
In re:

WYATT INDUSTRIES, INC.,
Debtor.

Chapter 11

Case No. 09-[_____]
-----X

ORDER FOR JOINT ADMINISTRATION

Upon the motion (the “Motion”) of Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors” and each, a “Debtor”), for an order pursuant to rule 1015 of the Federal Rules of Bankruptcy Procedure authorizing the joint administration of the Debtors’ estates; and upon consideration of the Affidavit of Alan S. Bigman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York, sworn to on January 6, 2009; and the Court having jurisdiction to consider the Motion and the relief

; and it is further

ORDERED that all pleadings shall be captioned as indicated in the preceding paragraph and all original docket entries shall be made in the case of Lyondell Chemical Company, Case No. 09-____ (____); and it is further

ORDERED that a docket entry shall be made in each of the Debtors' chapter 11 cases and in any subsequently filed related cases, substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Lyondell Chemical Company; Basell Finance USA Inc.; Basell Germany Holdings GmbH; Basell North America Inc.; Basell USA Inc.; Circle Steel Corporation; Duke City Lumber Company, Inc.; Equistar Chemicals, LP; Equistar Transportation Company, LLC; Glidco Leasing, Inc.; Glidden Latin America Holdings Inc.; HOISU Ltd.; Houston Refining LP; HPT 28 Inc.; HPT 29 Inc.; H.W. Loud Co.; IMWA Equities II, Co., L.P.; ISB Liquidating Company; LBI Acquisition LLC; LBIH LLC; LeMean Property Holdings Corporation; Lyondell (Pelican) Petrochemical L.P. 1, Inc.; Lyondell Asia Pacific, Ltd.; Lyondell Chemical Delaware Company; Lyondell Chemical Espana Co.; Lyondell Chemical Europe, Inc.; Lyondell Chemical International Co.; Lyondell Chemical Nederland, Ltd.; Lyondell Chemical Products Europe, LLC; Lyondell Chemical Properties, L.P.; Lyondell Chemical Technology Management, Inc.; Lyondell Chemical Technology 1 Inc.; Lyondell Chemical Technology, L.P.; Lyondell Chimie France LLC; Lyondell-Equistar Holdings Partners; Lyondell Europe Holdings Inc.; Lyondell Greater China, Ltd.; Lyondell Houston Refinery Inc.; Lyondell LP3 GP, LLC; Lyondell LP3 Partners, LP; Lyondell LP4 Inc.; Lyondell Petrochemical L.P. Inc.; Lyondell Refining Company LLC; Lyondell Refining I LLC; LyondellBasell Advanced Polyolefins USA Inc.; LyondellBasell Finance Company; MHC Inc.; Millennium America Holdings Inc.; Millennium America Inc.; Millennium Chemicals Inc.; Millennium Holdings, LLC; Millennium Petrochemicals GP LLC; Millennium Petrochemicals Inc.; Millennium Petrochemicals LP LLC; Millennium Petrochemicals Partners, LP; Millennium Realty Inc.; Millennium Specialty Chemicals Inc.; Millennium US Op Co LLC; Millennium Worldwide Holdings I Inc.; MWH South America LLC; National Distillers & Chemical Corporation; NDCC International II Inc.; Nell Acquisition (US) LLC; Penn Export Company, Inc.; Penn Navigation Company; Penn Shipping

Company Inc.; Penntrans Company; PH Burbank Holdings, Inc.; Power Liquidating Company, Inc.; Quantum Acceptance Corporation; SCM Plants, Inc.; Suburban Propane GP, Inc.; Tiona, Ltd.; UAR Liquidating Inc.; USI Chemicals International, Inc.; USI Credit Corp.; USI Puerto Rico Properties, Inc.; Walter Kidde & Company, Inc.; and Wyatt Industries, Inc., and that all further pleadings and other papers are filed in, and all further docket entries are made in Case No. 09-____(____);

and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the estates of the Debtors in the above-captioned cases; provided, however, that nothing in this Order shall limit the right of any party in interest or any Debtor to request substantive consolidation of any of the above-captioned cases or the Court to rule on any such request; and it is further

ORDERED that the Debtors shall be authorized and permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE